

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (SCC)**
:
Debtors. : **(Jointly Administered)**
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STIPULATION AND ORDER AMENDING CLAIMS

Lehman Brothers Holdings Inc. (“LBHI”), as Plan Administrator pursuant to the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”) for the entities in the above-referenced chapter 11 cases (the “Chapter 11 Estates”), and Stonehill Institutional Partners, L.P. (“Stonehill Institutional”) and Stonehill Offshore Partners Limited (“Stonehill Offshore” and, together with Stonehill Institutional, “Stonehill”) hereby stipulate and agree as follows:

RECITALS

A. In September 2009, Stonehill Institutional and Stonehill Offshore timely filed the proofs of claim listed in Exhibit A and Exhibit B attached hereto under the column heading “*Original Claim Number*” against the Chapter 11 Estates (the “Original Claims”).

B. On December 6, 2011, this Court entered an order confirming the Plan (the “Confirmation Order”). The Plan became effective on March 6, 2012. Pursuant to paragraph 86 of the Confirmation Order, a proof of claim may not be amended without authority of the Court.

C. On April 15, 2014, Stonehill filed a Motion to Re-File Proofs of Claim to Fix Previously Unliquidated Claim Amounts or Alternatively for Leave to File Amended Claims [ECF 43998] (the “Motion”).

D. On May 7, 2014, LBHI filed a limited objection to the Motion [ECF 44249] (the “Objection”).

E. On May 23, 2014, Stonehill filed a reply to the Objection [ECF 44412] (the “Reply”).

F. On June 19, 2014, the Court held a hearing to consider the Motion.

G. Based on the “unique set of facts and circumstances,” the Court granted Stonehill permission to file the proofs of claim attached hereto as Exhibits A-1 – A-40 (the “Refiled Claims”). Hr’g Tr. at 170:11, 172:23–25, *In re Lehman Bros. Holdings Inc.*, No. 08-13555 (SCC) (Bankr. S.D.N.Y. Jun. 19, 2014). Accordingly, LBHI and Stonehill (together, the “Parties”) enter into this Stipulation and Order to supersede the Original Claims with the Refiled Claims to the extent set forth herein.

AGREEMENT

1. This Stipulation and Order effectuates the Court’s decision granting the Motion and shall become effective upon execution by all Parties and entry by the Court (the “Effective Date”).

2. Upon the Effective Date:

a. each Refiled Claim shall be deemed timely filed and assigned the applicable proof of claim number listed in Exhibit A or Exhibit B under the column heading “*Refiled Claim Number*”;

b. the Original Claims listed on Exhibit A shall be deemed superseded by the applicable Refiled Claims and shall be expunged from the claims registry;

c. each portion of each Original Claim listed on Exhibit B shall either be superseded by the applicable Refiled Claim, withdrawn, or unaffected by this Stipulation and Order, all as set forth on Exhibit B under the column heading “*Disposition*”; and

d. the Court-appointed claims agent shall modify the claims register to reflect the foregoing.

3. Nothing herein shall constitute any admission or finding with respect to any Refiled Claim, and the Parties’ rights to object to, classify, prosecute, or defend the Refiled Claims on any basis are preserved; *provided, however,* that LBHI shall be barred from raising an objection in contravention of the relief granted by the Court in respect of the Motion.

4. This Stipulation and Order shall not be deemed to be or used as an admission of, or evidence of, the validity or invalidity of any aspect of the Refiled Claims or right of any kind, or of any wrongdoing or liability of any of the Parties in these chapter 11 cases, or any other matter pending before the Court.

5. Pursuant to the Consent Order Establishing Single Reserve for Claims [ECF No. 43571] (the “Reserve Order”), the Stonehill Institutional Reserve Amount (as such term is defined in the Reserve Order) shall be modified to the amount of \$77,380,909.22 and the Stonehill Offshore Reserve Amount (as such term is defined in the Reserve Order) shall be modified to the amount of \$86,659,892.26.

6. This Stipulation and Order contains the entire agreement between the Parties as to the subject matter hereof and supersedes all prior agreements and undertakings among the Parties relating thereto.

7. This Stipulation and Order may not be modified other than by signed writing executed by all Parties and delivered to each Party.

8. Each person who executes this Stipulation and Order represents that he or she is duly authorized to do so on behalf of the applicable Party and that each such Party has full knowledge of, and has consented to, this Stipulation and Order.

9. This Stipulation and Order may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and it shall constitute sufficient proof of this Stipulation and Order to present any copy, copies, or facsimiles signed by the Parties.

10. This Stipulation and Order shall inure to the benefit of, and shall be binding upon, the Parties and their respective successors, assignees, heirs, executors and administrators.

11. This Stipulation and Order shall be exclusively governed by and construed and enforced in accordance with the Bankruptcy Code and where otherwise applicable, by laws of the State of New York, without regard to its conflicts of law principles.

12. The Bankruptcy Court shall have exclusive jurisdiction over any and all disputes arising out of or otherwise directly relating to this Stipulation and Order. Should the Bankruptcy Court abstain from exercising its jurisdiction or be found not to have jurisdiction over a matter directly relating to this Stipulation and Order, such matter shall be adjudicated in

either the United States District Court for the Southern District of New York or a court of competent jurisdiction in the State of New York.

Dated: July 25, 2014

/s/ Garrett A. Fail

Garrett A. Fail

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L.P. and Stonehill Offshore Limited

IT IS SO-ORDERED:

August 5, 2014
New York, New York

/s/ Shelley C. Chapman

HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

CURRENT CLAIMANT	DEBTOR	ORIGINAL CLAIM NUMBER	ORIGINAL CLAIM AMOUNT	REFILED CLAIM	REFILED CLAIM NUMBER	REFILED CLAIM AMOUNT
Stonehill Offshore Partners Limited	LB Rose Ranch LLC	19887	\$23,460,716.00	Ex. A-1	68169	\$86,659,892.26
Stonehill Offshore Partners Limited	Structured Asset Securities Corporation	19888	\$23,460,716.00	Ex. A-2	68170	\$86,659,892.26
Stonehill Offshore Partners Limited	BNC Mortgage LLC	19889	\$23,460,716.00	Ex. A-3	68171	\$86,659,892.26
Stonehill Offshore Partners Limited	Luxembourg Residential Properties Loan Finance S.A.R.L.	19892	\$23,460,716.00	Ex. A-4	68172	\$86,659,892.26
Stonehill Offshore Partners Limited	CES Aviation IX LLC	19895	\$23,460,716.00	Ex. A-5	68173	\$86,659,892.26
Stonehill Offshore Partners Limited	PAMI Statler Arms LLC	19896	\$23,460,716.00	Ex. A-6	68174	\$86,659,892.26
Stonehill Offshore Partners Limited	East Dover Limited	19897	\$23,460,716.00	Ex. A-7	68175	\$86,659,892.26
Stonehill Offshore Partners Limited	LB 2080 Kalakaua Owners LLC	19898	\$23,460,716.00	Ex. A-8	68176	\$86,659,892.26
Stonehill Offshore Partners Limited	Lehman Brothers Commercial Corporation	19899	\$23,460,716.00	Ex. A-9	68177	\$86,659,892.26
Stonehill Offshore Partners Limited	Lehman Brothers Commodity Services Inc.	19901	\$23,460,716.00	Ex. A-10	68178	\$86,659,892.26
Stonehill Offshore Partners Limited	LB 745 LLC	19903	\$23,460,716.00	Ex. A-11	68179	\$86,659,892.26
Stonehill Offshore Partners Limited	Lehman Commercial Paper Inc.	19904	\$23,460,716.00	Ex. A-12	68180	\$86,659,892.26
Stonehill Offshore Partners Limited	Lehman Brothers Financial Products Inc.	19906	\$23,460,716.00	Ex. A-13	68182	\$86,659,892.26
Stonehill Offshore Partners Limited	Lehman Scottish Finance L.P.	19911	\$23,460,716.00	Ex. A-14	68183	\$86,659,892.26
Stonehill Offshore Partners Limited	CES Aviation LLC	19912	\$23,460,716.00	Ex. A-15	68184	\$86,659,892.26

CURRENT CLAIMANT	DEBTOR	ORIGINAL CLAIM NUMBER	ORIGINAL CLAIM AMOUNT	REFILED CLAIM	REFILED CLAIM NUMBER	REFILED CLAIM AMOUNT
Stonehill Offshore Partners Limited	CES Aviation V LLC	19913	\$23,460,716.00	Ex. A-16	68185	\$86,659,892.26
Stonehill Offshore Partners Limited	Lehman Brothers OTC Derivatives Inc.	19914	\$23,460,716.00	Ex. A-17	68186	\$86,659,892.26
Stonehill Offshore Partners Limited	Lehman Brothers Derivative Products Inc.	19915	\$23,460,716.00	Ex. A-18	68187	\$86,659,892.26
Stonehill Institutional Partners, LP	LB 2080 Kalakaua Owners LLC	19891	\$20,291,092.12	Ex. A-19	68190	\$77,380,909.22
Stonehill Institutional Partners, LP	Lehman Brothers Commercial Corporation	19893	\$20,291,092.12	Ex. A-20	68191	\$77,380,909.22
Stonehill Institutional Partners, LP	Lehman Commercial Paper Inc.	19894	\$20,291,092.12	Ex. A-21	68192	\$77,380,909.22
Stonehill Institutional Partners, LP	Lehman Scottish Finance L.P.	19900	\$20,291,092.12	Ex. A-22	68193	\$77,380,909.22
Stonehill Institutional Partners, LP	LB 745 LLC	19902	\$20,291,092.12	Ex. A-23	68194	\$77,380,909.22
Stonehill Institutional Partners, LP	CES Aviation V LLC	19907	\$20,291,092.12	Ex. A-24	68195	\$77,380,909.22
Stonehill Institutional Partners, LP	CES Aviation IX LLC	19909	\$20,291,092.12	Ex. A-25	68196	\$77,380,909.22
Stonehill Institutional Partners, LP	East Dover Limited	19910	\$20,291,092.12	Ex. A-26	68197	\$77,380,909.22
Stonehill Institutional Partners, LP	Lehman Brothers Derivative Products Inc.	19916	\$20,291,092.12	Ex. A-27	68198	\$77,380,909.22
Stonehill Institutional Partners, LP	Lehman Brothers Commodity Services Inc.	19917	\$20,291,092.12	Ex. A-28	68199	\$77,380,909.22
Stonehill Institutional Partners, LP	Lehman Brothers OTC Derivatives Inc.	19918	\$20,291,092.12	Ex. A-29	68200	\$77,380,909.22
Stonehill Institutional Partners, LP	Lehman Brothers Financial Products Inc.	19919	\$20,291,092.12	Ex. A-30	68201	\$77,380,909.22
Stonehill Institutional Partners, LP	CES Aviation LLC	19921	\$20,291,092.12	Ex. A-31	68203	\$77,380,909.22

CURRENT CLAIMANT	DEBTOR	ORIGINAL CLAIM NUMBER	ORIGINAL CLAIM AMOUNT	REFILED CLAIM	REFILED CLAIM NUMBER	REFILED CLAIM AMOUNT
Stonehill Institutional Partners, LP	BNC Mortgage LLC	20023	\$20,291,092.12	Ex. A-32	68204	\$77,380,909.22
Stonehill Institutional Partners, LP	Luxembourg Residential Properties Loan Finance S.A.R.L.	20024	\$20,291,092.12	Ex. A-33	68205	\$77,380,909.22
Stonehill Institutional Partners, LP	PAMI Statler Arms LLC	20025	\$20,291,092.12	Ex. A-34	68206	\$77,380,909.22
Stonehill Institutional Partners, LP	LB Rose Ranch LLC	20026	\$20,291,092.12	Ex. A-35	68207	\$77,380,909.22
Stonehill Institutional Partners, LP	Structured Asset Securities Corporation	20027	\$20,291,092.12	Ex. A-36	68208	\$77,380,909.22

EXHIBIT B

CURRENT CLAIMANT	DEBTOR	ORIGINAL CLAIM NUMBER	CURRENT AMOUNT OF ORIGINAL CLAIM	DISPOSITION	REFILED CLAIM AMOUNT	REFILED CLAIM	REFILED CLAIM NUMBER
Stonehill Offshore Partners Limited	Lehman Brothers Special Financing Inc.	19905	\$23,460,716.00 (¶¶ 3-14)	Superseded by Refiled Claim	\$86,659,892.26	Ex. A-37	68181
Stonehill Institutional Partners, LP	Lehman Brothers Special Financing Inc.	19905	\$11,205,000.00 (¶¶ 15-18)	Previously Allowed – Unaffected by Stipulation and Order	--	--	--
Stonehill Offshore Partners Limited	Lehman Brothers Holdings Inc.	19908	\$23,460,716.00 (¶¶ 3-14)	Superseded by Refiled Claim	\$86,659,892.26	Ex. A-38	68188
Stonehill Institutional Partners, LP	Lehman Brothers Holdings Inc.	19908	\$11,205,000.00 (¶¶ 15-17)	Previously Allowed – Unaffected by Stipulation and Order	--	--	--
Stonehill Offshore Partners Limited	Lehman Brothers Holdings Inc.	19908	\$16,921,409.72 (¶¶ 18-21)	Withdrawn	--	--	--
Stonehill Institutional Partners, LP	Lehman Brothers Holdings Inc.	19890	\$20,291,092.12 (¶¶ 3-14)	Superseded by Refiled Claim	\$77,380,909.22	Ex. A-39	68189
Stonehill Offshore Partners, Limited	Lehman Brothers Holdings Inc.	19890	\$9,545,000.00 (¶¶ 15-17)	Previously Allowed – Unaffected by Stipulation and Order	--	--	--
Stonehill Institutional Partners, LP	Lehman Brothers Holdings Inc.	19890	\$20,168,312.36 (¶¶ 18-21)	Withdrawn	--	--	--
Stonehill Institutional Partners, LP	Lehman Brothers Special Financing Inc.	19920	\$20,291,092.12 (¶¶ 3-14)	Superseded by Refiled Claim	\$77,380,909.22	Ex. A-40	68202
Stonehill Offshore Partners Limited	Lehman Brothers Special Financing Inc.	19920	\$9,545,000.00 (¶¶ 15-21)	Previously Allowed – Unaffected by Stipulation and Order	--	--	--